ORM D OMB APPROVAL UNITED STATES OMB Number. 3235-0076 PROCESSED SECURITIES AND EXCHANGE COMPAISSIONED Expires: December 31, 1993 Washington, D.C. 20549 Estimated average burden MAY 2 1 2002 JUN 0 7 2002 hours per form 16.00 FORM D THOMSON NOTICE OF SALE OF SECURITIES SEC USE ONLY PURSUANT TO REGULATION 10.5 Prefix Serial SECTION 4(6), AND/OR DATE RECEIVED UNIFORM LIMITED OFFERING EXEMPTION Name of Offering (check if this is an amendment and name has changed, and indicate change.) Invest Linc/GK Properties Fund I, LLC Private Offering □ Rule 504 □ Rule 505 □ Rule 506 □ Section 4(6) Filing Under (Check box(es) that apply): **X**Amendment Type of Filing:

New Filing A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (C) check if this is an amendment and name has changed, and indicate change.) Invest Linc/GK Properties Fund I, LLC (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Executive Offices 257 E. Main St., Ste. 102 Barrington, IL 60010 (847) 277-9930 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Brief Description of Business To invest in, acquire, own, hold, lease, operate, manage, maintain, redevelop, sell, and otherwise use and deal with real commercial and industrial property. Type of Business Organization □ corporation [limited partnership, already formed Other (please specify): ☐ business trust ☐ limited partnership, to be formed Limited Liability Company (formed)

GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization:

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

CN for Canada; FN for other foreign jurisdiction)

Month 1

X Actual

ID II EI

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering: A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

X





A BASIC IDENTIFICATION DATA

Enter the information requested for the following:

• Each promoter of the issuer, if the issuer has been organized within the past five years;

Business or Residence Address (Number and Street, City, State, Zip Code)

- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;

eck Box(es) that Apply: Prom	oter 🗌	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
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siness or Residence Address (Nu 257 East Main Street,			Zip Code) ton, IL 60010		
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Answer also in Appendix, Column 2, if filing under ULOE. the minimum investment that will be accepted from any individual? Yes offering permit joint ownership of a single unit? Yes information requested for each person who has been or will be paid or given, directly or indirectly, any commismilar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person ed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or, you may set forth the information for that broker or dealer only. Last name first, if individual) Residence Address (Number and Street, City, State, Zip Code) Sociated Broker or Dealer Thich Person Listed Has Solicited or Intends to Solicit Purchasers All States" or check individual States) [AK] (AZ] (AR] (CA] (CO) (CT) (DE) (DC) (FL) (GA) (HI) (AK) (IN) (IA) (IA) (KS) (KY) (LA) (ME) (MD) (MA) (MI) (MN) (MS) (ME) (NE) (NV) (NH) (NJ) (NM) (NY) (NC) (ND) (OH) (OK) (OR) (NE) (NE) (NV) (NH) (NJ) (NM) (NY) (NC) (ND) (OH) (OK) (OR) (NE) (NE) (ND) (OH) (OK) (OR) (OR) (NE) (ND) (OK) (OR) (OK) (ND) (OK) (OK) (OK) (OK) (OK) (OK) (OK) (OK	What is the Does the Enter the sion or sir to be listed list the noor dealer	offering permition milar remune ed is an assonate of the b	investment mit joint requested eration for ciated per proker or	Answer and that with ownership of for each resolicitations on ag	also in App ill be accep p of a sing person who	pendix, Co	lumn 2, if f	iling unde	r ULOE.		•		_ \	
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nter the number of accredited and non-accredited investors who have purchased securities in this Tering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indiate the number of persons who have purchased securities and the aggregate dollar amount of their urchases on the total lines. Enter "0" if answer is "none" or "zero."	ir	Number Investors	Aggregate Dollar Amount of Purchases
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b. Enter the difference between the aggregate offering price given in response to Part C-tion 1 and total expenses furnished in response to Part C - Question 4.a. This difference "adjusted gross proceeds to the issuer."	is the		<u>\$ 29,970,000</u>
Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed used for each of the purposes shown. If the amount for any purpose is not known, furn estimate and check the box to the left of the estimate. The total of the payments listed must the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b is	nish an t equal above.	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	. 🗆 S_	· · · · · ·	□ S
Purchase of real estate	. 🗆 S_		□ \$:
Purchase, rental or leasing and installation of machinery and equipment	🗆 s_		□ s
Construction or leasing of plant buildings and facilities	🗆 S_		□ \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)			
Repayment of indebtedness	· · · · ·		
Working capital			
Other (specify):	□ S_		_ 🗆 S
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		-	
Total Payments Listed (column totals added)		ÅJ \$_Z	<u>9,970,00</u> 0
D. FEDERAL SIGNATURE			
The issuer has duly caused this notice to be signed by the undersigned duly authorized per following signature constitutes an undertaking by the issuer to furnish to the U.S. Securitie quest of its staff, the information furnished by the issuer to any non-accrepited investor per the staff of the information furnished by the issuer to any non-accrepited investor per the staff of the information furnished by the issuer to any non-accrepited investor per the staff of the information furnished by the issuer to any non-accrepited investor per the staff of the information furnished by the issuer to any non-accrepited investor per the staff of the information furnished by the issuer to any non-accrepated investor per the staff of the information furnished by the issuer to any non-accrepated investor per the staff of the information furnished by the issuer to any non-accrepated investor per the staff of the information furnished by the issuer to any non-accrepated investor per the staff of the information furnished by the issuer to any non-accrepated investor per the staff of the information furnished by the issuer to any non-accrepated investor per the staff of the information furnished by the issuer to any non-accrepated investor per the staff of the information furnished by the issuer to any non-accrepated investor per the staff of the information furnished by t	s and Ex	change Comm	ission, upon written re
Issuer (Print or Type) Invest Linc/GK Properties Fund I, LLC		Da	5/18/02
Name of Signer (Print or Type) Garo Kholamian Title of Signer (Print or Type) Authorized Pers	son		

70	E. STATE SIGNATURE		
۱.	. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?	Yes	No .
	See Appendix, Column 5, for state response.		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Invest Linc/GK Properties Fund I. LLC	Signature	Date 5/18/02
Name (Print or Type)	Title (Print or Type)	•
Garo Kholamian	Authorized Person	

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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5 Disqualification *Membership Interest Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1). (Part C-Item1) (Part C-Item 2) (Part E-Item1) Number of Number of Accredited Non-Accredited State Yజ No Investors Investors Amount Amount Ϋ́ No TM ΝE VNНИ ИЛ MM NY ИC ďИ OH OK OR PA RI SC SD MT TX*100_000* UT VT ٧A \$62,500* \$62,500 WΑ WV WI